

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SCANSOFT, INC.,)
Plaintiff,)
v.) C.A. No. 04-10353-PBS
VOICE SIGNAL TECHNOLOGIES, INC.,)
LAURENCE S. GILLICK, ROBERT S.)
ROTH, JONATHAN P. YAMRON, and)
MANFRED G. GRABHERR,)
Defendants.)

DECLARATION OF PAUL D. POPEO

I, Paul D. Popeo, on oath, depose and say as follows:

I am a partner in the law firm Choate, Hall & Stewart, LLP and am counsel of record for the defendants in this action. I make this declaration in connection with Voice Signal Technologies, Inc.'s ("Voice Signal") Response to Plaintiff's ("ScanSoft") Motion to Revise Scheduling Order.

1. Attached hereto as Exhibit A is a true and accurate copy of a May 17, 2005 email from Voice Signal counsel Paul Popeo to ScanSoft counsel Lisa Fleming.

Signed under the pains and penalties of perjury this 25th day of May, 2005.

/s/ Paul D. Popeo
Paul D. Popeo